BY-LAWS
of
THE IVY NETWORK CORPORATION

ARTICLE I
Officers

Section 1. Principal Officers. The principal officers of the Corporation shall be in the Town of New Haven, in the State of Connecticut.

Section 2. Other Officers. The Corporation shall also have officers in such other places, either within or without the State of Connecticut, as the Board of Directors may from time to time designate.

ARTICLE II
Members' and Directors' Meetings.

Section 1. Place of Meeting. Meetings of the Directors and Members shall be held at the principal office of the Corporation, or at any place within or without the State of Connecticut, sedignated in the notice of the meeting. Any meeting shall be valid wherever held, if held by the written consent of all Members or Directors, given before or after the meeting and filed with the Secretary-Treasurer of the Corporation.

Section 2. Meetings of Members and Directors. The annual meeting of the Members of the Corporation shall be held at such time in the Spring of each year as may be specified in the notice of the meeting. Regular meetings of the Members shall be held at such times and places as the Members shall from time to time designate.

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time designate.

The annual organization meeting of the Board of Directors shall be held immediately following the annual meeting of Members of the Corporation, at which organizational meeting the Directors shall elect at President, Vice-President and Secretary-Treasurer of the Corporation.

Special meetings of the Members or of the Board of Directors may be called at any time by the President or by not less than one-third of the Directors. If the President is absent or unable to act, such special meetings may be called by the Vice President in place of the President.

Section 3. Notice of Meetings-Waiver. Notices of annual meetings of the Members shall be given at least twnety (20) days prior to the date thereof. Notices of regular meetings of the Board of Directors shall be given at least ten (10) days prior to the date thereof. Notices of special meetings of the Members or of the Board of Directors shall be given at least ten (10) days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meeting. Notice as provided by this Section may be waived either before or after the meeting as provided in Section 2 of Article XI of these By-Laws.

BY-LAWS
of
THE IVY NETWORK CORPORATION

ARTICLE I
Officers

Section 1. Principal Officers. The principal officers of the Corporation shall be in the Town of New Haven, in the State of Connecticut.

Section 2. Other Offices. The Corporation shall also have offices in such other places, either within or without the State of Connecticut, as the Board of Directors may from time to time designate.

ARTICLE II
Members' and Directors' Meetings.

Section 1. Place of Meeting. Meetings of the Directors and Members shall be held at the principal office of the Corporation, or at any place within or without the State of Connecticut, designated in the notice of the meeting. Any meeting shall be valid wherever held, if held by the written consent of all Members or Directors, given before or after the meeting and filed with the Secretary-Treasurer of the Corporation.

Section 2. Meetings of Members and Directors. The annual meeting of the Members and the Corporation shall be held at such time in the Spring of each year as may be specified in the notice of the meeting. Regular meetings of the Members shall be held at such times and places as the Members shall from time to time designate.

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time designate.

The annual organization meeting of the Board of Directors shall be held immediately following the annual meeting of Members of the Corporation, at which organizational meeting the Directors shall elect a President, Vice-President and Secretary-Treasurer of the Corporation.

Special meetings of the Members or of the Board of Directors may be called at any time by the President or by not less than one-third of the Directors, if the President is absent or unable to act, such special meetings may be called by the Vice-President in place of the President.

Section 3. Notice of Meetings-Waiver. Notices of annual meetings of the Members shall be given at least twenty (20) days prior to the date thereof. Notices of regular meetings of the Board of Directors shall be given at least ten (10) days prior to the date thereof. Notices of special meetings of the Members or of the Board of Directors shall be given at least ten (10) days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meeting. Notice as provided by this Section 2 of Article II of these By-Laws.

Section 4. Quorum-Adjournment. The presence of a majority of the Members of the Corporation shall constitute a quorum for the transaction of business at a meeting thereof. The presence of two-thirds of the Directors shall constitute a quorum for the transaction of business at a meeting thereof. In the absence of a quorum, any meeting may be adjourned from time to time by a majority vote of the Members or Directors present thereat, but no other business may be transacted. At any such adjoined meeting at which a quorum is present, any business may be transacted which may have been transacted at the meeting as originally noticed.

Section 5. Consent to Meetings. The transaction of any business at any meeting of Members or of Directors, however called and noticed and wherever held, shall be valid as though such business had been transacted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Members of Directors not present in person gives a waiver of notice as provided in Section 2 of Article XI of these By-Laws.

Section6. Organization. At every meeting of either the Members of the Board of Directors, the President or, in his absence, the Vice President, shall act as Chairman. The Secretary-Treasurer of the Corporation may act as Secretary of all meetings. In the absence at any such meeting of the Secretary-Treasurer, the Chairman of the meeting may appoint another person act as Secretary of the meeting.

ARTICLE III
Membership

Section 1. Number. The number of Members shall be unlimited. New Members may be elected by unanimous vote at any meeting of the Members of the Corporation, as provided in Article 5 of the Certificate of Incorporation.

Section 2. Resignation. Any Member may resign at any time by giving thirty (30) days written notice to the Board of Directors or to the President of the Corporation, provided, however, that no such resignation shall affect any contractual obligation between resigning Member and the Corporation

ARTICLE IV
Board of Directors

Section 1. General Powers. Except as provided by the Certificate of Incorporation or by these By-Laws, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

Section 2. Number. The number of Directors shall be such ~~anyother~~ number not less than three, as shall from time to time be determined by the Board of Directors; and, unless otherwise determined by the Board, shall be nine.

Section 3. Representation. Each Member shall be represented by one Director. Each such Director shall be appointed in accordance with the due process of such Member.

The President of the Corporation shall ex-officio be a member of the Board of Directors

Section 4. Quorum-Adjournment. The presence of a majority of the Members shall constitute a quorum for the transaction of business at a meeting thereof. The presence of two-thirds of the Directors shall constitute a quorum for the transaction of business at a meeting thereof. In the absence of a quorum, any meeting may be adjourned from time to time by a majority vote of the Members or Directors present thereat, but no other business may be transacted. At any such adjourned meeting at which a quorum is present, any business may be transacted which may have been transacted at the meeting as originally noticed.

Section 5. Consent to Meetings. The transaction of any business at any meeting of Members or of Directors, however called and noticed and wherever held, shall be valid as though such business had been transacted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Members of Directors not present in person gives a waiver of notice as provided in Section 2 of Article XI of these By-Laws.

Section 6. Organization. At every meeting of either the Members of the Board of Directors, the President or, in his absence, the Vice President, shall act as Chairman. The Secretary-Treasurer of the Corporation may act as Secretary of all meetings. In the absence at any such meeting of the Secretary-Treasurer, the Chairman of the meeting may appoint another person act as Secretary of the meeting.

ARTICLE III
Membership

Section 1. Number. The number of Members shall be unlimited. New Members may be elected by unanimous vote at any meeting of the Members of the Corporation as provided in Article 5 of the Certificate of Incorporation.

Section 2. Resignation. Any Member may resign at any time by giving thirty (30) days written notice to the Board of Directors or to the President of the Corporation, provided, however, that no such resignation shall affect any contractual obligation between resigning Member and the Corporation

ARTICLE IV
Board of Directors

Section 1. General Powers. Except as provided by the Certificate of Incorporation or by these By-Laws, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

Section 2. Number. The number of Directors shall be such number not less than three, as shall from time to time be determined by the Board of Directors, and unless otherwise determined by the Board, shall be nine.

Section 3. Representation. Each Member shall be represented by one Director. Each such Director shall be appointed in accordance with the due process of such Member's

The President of the Corporation shall ex-officio be a member of the Board of

entitled to vote only in cases where the vote of the other Directors results in a tie vote.

Section 4. Vice President and Secretary-Treasurer. The Vice President and the Secretary-Treasurer of the Corporation shall sit, without vote, with the Board of Directors at all meetings thereof, provided, however, that neither the Vice President nor the Secretary-Treasurer shall be counted as a Director in determining the total number of Directors.

Section 5. Resignation. Any Director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acdeptance of such resignation shall not be necessary to make it effective

Section 6. Compensation and Indemnification. Directors shall not be entitled to receive for their services as members of the Board of Directors any remuneration whatsoever; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving such compensation as may be permitted by the Certificate of Incorporation and determined by the Board for any such service.

ARTICLE V
Committees

The Board of Directors may from time to time by resolution create a committee or committees of directors or officers, to advise the Board in all such matters as the Board shall deem advisable, such committee or committees to have such functions and duties as the Board shall by resoluation prescribe; provided, however, that no such committee shall exercise the powers of the Board of Directors and the management of the business and affairs of the Corporation to be affixed to papers which may require it. The Board of Directors shall have the power to change the number of members of any such committee at any time, to fill vacancies, and to discharge any such committee, either with or without, cause, at any time.

ARTICLE VI
Officers

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary-Treasurer and such other officers as may be appointed in accordance with provisions of Section 3 of this Article.

Section 2. Elections, Term of Office and Qualifications. The President shall be elected annually by the Board of Directors and shall hold office for one year and until his successor shall be duly elected and qualified, or until his death, or until he shall resign, or shall have been removed in the manner herein provided.

The Vice-President and the Secretary-Treasurer shall each be nominated annually prior to the annual meeting of directors by the Vice President then in office, subject to the approval of the Board of Directors. The Vice President and Secretary-Treasurer shall hold their offices until their successors have been duly elected and qualified, or until their death or until they shall resign, or shall have been removed in the manner herein provided.

entitled to vote only in cases where the vote of the other Directors results in a tie.

Section 4. Vice President and Secretary-Treasurer. The Vice President and the Secretary-Treasurer of the Corporation shall sit, without vote, with the Board of Directors at all meetings thereof, provided, however, that neither the Vice President nor the Secretary-Treasurer shall be counted as a Director in determining the total number of Directors.

Section 5. Resignation. Any Director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Compensation and Indemnification. Directors shall not be entitled to receive for their services as members of the Board of Directors any remuneration whatsoever; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving such compensation as may be permitted by the Certificate of Incorporation or duly authorized by the Board for any such service.

ARTICLE V
Committees

The Board of Directors may from time to time by resolution create a committee or committees of directors or officers, to advise the Board in all such matters as the Board shall deem advisable, such committee or committees to have such functions and duties as the Board shall by resolution prescribe; provided, however, that each committee shall exercise the powers of the Board of Directors and the management of the business and affairs of the Corporation to be affixed to papers which may require it. The Board of Directors shall have the power to change the number of members of any such committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time.

ARTICLE VI
Officers

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary-Treasurer and such other officers as may be in accordance with provisions of Section 3 of this Article.

Section 2. Elections, Term of Office and Qualifications. The President shall be elected annually by the Board of Directors and shall hold office for one year and until his successor shall be duly elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner herein provided.

The Vice-President and the Secretary-Treasurer shall each be nominated annually prior to the annual meeting of directors by the Vice President then in office, subject to the approval of the Board of Directors. The Vice President and Secretary-Treasurer shall hold their offices until their successors have been duly elected and qualified or until their death or until they shall resign, or shall have been removed in the manner herein provided.

Subordinate officers shall be appointed in accordance with the provisions of Section 3 of this Article VI.

No one of said officers need be a director at the time of his election. The same person may not occupy, at the same time, any two or more offices, except insofar as is provided in the last paragraph of Section 8 of this Article.

Section 3. Subordinate Officers, etc. The Board of Directors may appoint such other officers or atents, as the business of the Corporation may require, including one or more Assistant Treasurers, and one or more Assistant Secretaries, each of whom shall hold office for such period, and have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any one officer or committee the power to appoint any such subordinate officers, committees or agents.

Section 4. Removal. Any officer may be removed at any time, either with or without cause, by a majority of the whole Board of Directors.

Section 5. Resignation. Any officer may resign at any time by fiving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification or any other cause, shall be filled for the unexpired portion of the term by the Board of Directors. In the interim before the Board acts, the President shall be empowered to make appointments to fill any vacancy.

Section 7. President. The President shall be the Chairman of the Board of Directors. He shall have the power to see that all orders and resolutions of the Board of Directors are carried into effect. He shall maintain close communications with the individula Members between meetings of the Board of Directors. The President shall be the representative of the Board, and act in the capacity of the advisor to the Corporation in all matters pertaining to the operation of the Corporation.

In addition, the President shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the By-Laws.

Section 8. VicePresident. The Vice President shall be the General Manager of the Corporation, and shall be its chief executive officer. He shall have general supervision over the business of the Corporation and over its several officers (other than the President), subject, however, to the control of the Board of Directors. When authorized by the Board of Directors, he may sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments except in the case where the signing and execution shall be expressly delegated by the Board of Directors or by these By-Laws,

Subordinate officers shall be appointed in accordance with the provisions of Section of this Article VI.

No one of said officers need be a director at the time of his election. The same person may not occupy, at the same time, any two or more offices, except insofar as is provided in the last paragraph of Section 8 of this Article.

Section 3. Subordinate Officers, etc. The Board of Directors may appoint such other officers or agents, as the business of the Corporation may require, including one or more Assistant Treasurers, and one or more Assistant Secretaries, each of whom shall hold office for such period, and have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any one officer or committee the power to appoint any such subordinate officers, committees or agents.

Section 4. Removal. Any officer may be removed at any time, either with or without cause, by a majority of the whole Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification or any other cause, shall be filled for the unexpired portion of the term by the Board of Directors. In the interim before the Board acts, the President shall be empowered to make appointments to fill any vacancy.

Section 7. President. The President shall be the Chairman of the Board of Directors. He shall have the power to see that all orders and resolutions of the Board of Directors are carried into effect. He shall maintain close communications with the individual Members between meetings of the Board of Directors. The President shall be the representative of the Board, and act in the capacity of the advisor to the Corporation in all matters pertaining to the operation of the Corporation.

In addition, the President shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the By-Laws.

Section 8. Vice President. The Vice President shall be the General Manager of the Corporation, and shall be its chief executive officer. He shall have general supervision over the business of the Corporation and over its several officers (other than the President), subject, however, to the control of the Board of Directors. When authorized by the Board of Directors, he may sign and execute, in the name of the Corporation, mortgages, bonds, contracts, or other instruments except in the case where the signing and execution shall be expressly delegated by the Board of Directors or by these By-Laws

to some other officer or agent of the Corporation; and general, shall perform all of the duties incident to the office of Chief Executive Officer of the Corporation and such other duties as from time to time may be assigned to him by the Board of Directors. He shall, whevever it may, in his opinion, become necessary, prescribe the duties for officers and employees of the Corporation whose duties are not otherwise defined. He shall prepare and present at the Fall meeting a budget covering the estimated income and expenditures for that fiscal year.

AR the request of the President, or in his absence or disability, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of the President.

Section 9. Secretary-Treasurer. The Secretary-Treasurer shall be the Business Manager of the Corporation. When aurhorized by the Board of Direcyors he may sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws to some other officer or agent of the Corporation.

As Secretary of the Corporation he shall:

(a) Certify and keep at the principal place of the Corporation the original or a copy of its By-Laws as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all Members' and Directors' meetings with the time and place of holding, whether regular or special and, if special, how authorized, the notices thereof given and the name of those present at the meeting.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records of the Corporation.

(e) See that the books, reports, statements, and all other documents or records required by law are properly kept and filed.

(f) Exhibit at all resonable times to any Director or any authorized representative of any Members and of the Directors of the Corporation.

(g) In general, perform all the duties incident to the office of Secretary.

As Treasurer of the Corporation he shall:

(a) Have charge and custody, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit at all reasonable times the books of account and records

to any Director or any authorized representative of any Member during resonable business hours at the office of the Corporation where such books and records are kept.

(d) Render a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and an annual financial report at a regular meeting of the Members, to be held once a year.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of the Treasury.

In addition, the Secretary-Treasurer shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 10. Compensation. The officers of the Corporation shall receive no remuneration for services performed for the Corporation as such officers, provided, however, that nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity or receiving such compensation as may be permitted by law for such services, and further provided that nothing herein contained shall preclude the Corporatio from reimbursing such officers for expenses which such officers may incur at the request of the Corporation.

ARTICLE VII

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1. Contracts, etc. How Executed. The Board of Directors, except as these By-Laws otherwise provide, may authorize any officer of officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract, or acknowledgment or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable papers shall be issued in its name, unless and except as authorized by the Board of Directors. When so authorized by the Board of Directors, any officer or agent of the Corporation may effect loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized, as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation and to that end, endorse, assign and deliver the same.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositaries as the Board of Directors may select.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall be determined from time to time by resolution by the Board of Directors. Endorsements for the deposits to the credit of the Corporationin any ~~xxx~~ of its duly authorized depositaries may be made when countersigned by the President or the Vice President or the Vice President or the Secretary-Treasurer, or by any other agent or officer of the Corporation, to whom the Board of Directors, by resolution shall delegate such power, or by an

shall delegate such power, or by hand-stamped impression in the name of the Corporation.

Section 5. General and Special Bank Accounts. The Board of Directors may autho rize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositaries as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these By-Laws, as they may deem expedient.

ARTICLE VIII
Bond

Section 1. Bond Required for Vice President. The Corporation shall require a Bond for the Vice President for such amounts as shall be determined by the Board of Directors. If no bonding company shall be willing to bond a newly designated Vice President, the appointment of such officer shall automatically be cancelled.

Section 2. Other Officers. The Board of Directors, in its descretion, may require a bond of any other officer or agent of the Corporation for such amounts as the Board shall see fit.

ARTICLE IX
Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and the word and figure indicating the state and year in which the Corporation was reincorporated or such words or figures as the Board of Directors may approve and adopt.

ARTICLE X
Fiscal Year

The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE XI
Notice: Waiver

Section 1. Notices. Whenever notice is required to be given to any Member or Director by law or by these By-Laws, whether for a meeting or for some other purpose, it may be given personally or sent to such Member or Director by mail telegram or other form of written communication, charges prepaid, addressed to such Member or Director at the address at it is shown on the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place of the principal office of the Corporation. In case such notice is mailed or ~~him it~~ telegraphed, it shall be deemed given at the time when same shall be deposited in the United States mail or delivered to the telegraph company. Such mailing, telegraphing or delivery as hereinprovided shall be due, legal and personal notice to such Member or Director.

Section 2. Waiver of Notice. Whenever any notice is to be given to amy Member or Director by law or by these By-Laws, whether at the meeting or for some other purpose, a Member or Director may waive such notice in writing delivered to the President or Secretary of the Corporation, and such waiver, whether given before or after the meeting or time at which such notice is required to be given shall be deemed equivalent to such notice. All such notices shall be filed with the records of the Corporation.

ARTICLE XII
Ammendments

Any of these By-Laws may be altered, amended or replealed, and new By-Laws may be adopted at any annual, regular or special meeting of Members, by affirmative vote of two-thirds of all Members. The Authority to adopt, repeal and amend By-Laws, other than a By-Law or amendment thereof changing the qualifications of Members or Directors, is herewy expressed delegated to the Board of Directors and, with the foregoing exceptions, any of these By-Laws may be altered, amended or repealed or any new By-Laws may be adopted by the affirmative vote of two-thirds of the whole Board of Directors at any meeting thereof.